

EXHIBIT 2

**ARTICLES OF INCORPORATION AND
CERTIFICATE TO TRANSACT BUSINESS IN ILLINOIS**

STATE OF NORTH CAROLINA



Department of The
Secretary of State

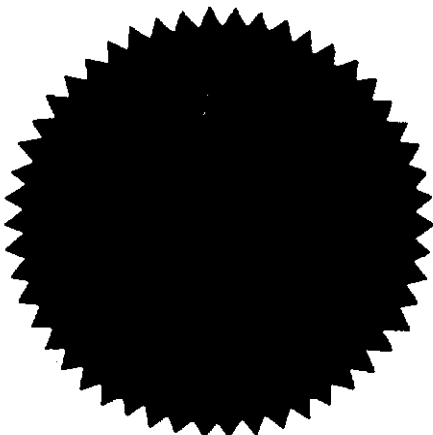
To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF INCORPORATION
OF
BUSINESS TELECOM, INC.**

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of March, 1992.



Rufus L. Edmisten

Secretary of State

FILED

0270:02

Nov 14 3 28 PM '83

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
TELEFAX, INC.

I, the undersigned natural person of twenty-one (21) years or more, do hereby form a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act," and the several amendments thereto, and to that end, do hereby set forth:

ARTICLE I.

The name of the corporation is Telefax, Inc.

ARTICLE II.

The period of duration of the corporation shall be perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:

A. To engage in a general communications business, and do each and every act and thing necessary for and incidental to the conduct of such business.

B. To become a partner or joint venturer with an individual, partnership, or another corporation in the ownership and participation in a business authorized herein.

C. To engage in any other lawful activity, including, but not limited to, construction, manufacturing, raising or otherwise producing and repairing, servicing, storing and otherwise caring for any other type of structure, commodity, poultry or livestock; processing, selling, brokering, factoring, or distributing any types of real and personal properties; extracting and processing natural resources, passporting freight or passengers by land, sea or air; collecting and disseminating information or advertisement through any medium whatsoever, performing personal services of any nature, and entering into or serving in any type of management, investigative, advisory, promotional, protective, insurance, guarantyship, suretyship, fiduciary, or representative capacity or relationship for any persons, firms or corporations whatsoever.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common capital stock at a par value of One (\$1.00) Dollar per share.

ARTICLE V.

The minimum amount of consideration for its shares to be received by the corporation before it shall commence business is One Thousand (\$1,000.00) Dollars.

ARTICLE VI.

The address of the initial registered office of the corporation is 11508 Bainbridge Terrace, Wake County, Raleigh, North Carolina 27614, and the initial registered agent at such address is John Stevenson Smiley.

ARTICLE VII.

The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than one (1).

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as director until the first meeting of stockholders or until his successor is elected and qualified is:

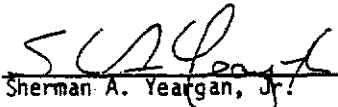
John Stevenson Smiley - 11508 Bainbridge Terrace
Raleigh, North Carolina 27614

ARTICLE VIII.

The name and address of the incorporator is:

Sherman A. Yeargan, Jr.
P. O. Drawer 70
1500 Branch Bank Building
Raleigh, North Carolina 27602.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 14th day of November, 1983.

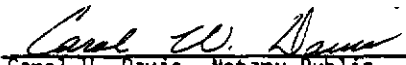
 (SEAL)
Sherman A. Yeargan, Jr.

NORTH CAROLINA

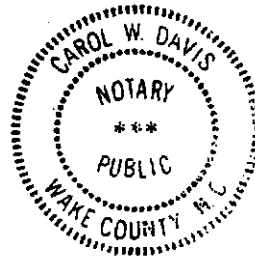
WAKE COUNTY

This is to certify that on the 14th day of November, 1983, before me, a Notary Public, personally appeared SHERMAN A. YEARGAN, JR., who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I, having first made known to him the contents thereof, did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 14th day of November, 1983.


Carol W. Davis, Notary Public

My Commission Expires: July 10, 1988



RECORDED 4346612
DATE 11/01/84 TIME 11:11
FILED
1984 EUNE
CLERK OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT TO THE CHARTER OF

Telefax, Inc.

(NAME OF CORPORATION)

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55-103 of the General Statutes of North Carolina, hereby executes the following Articles of Amendment

1. Name of the corporation Telefax, Inc.
2. At a regularly convened meeting of the shareholders of the corporation held on the 24th day of May, A. D. 1984, the following amendment to the charter of the corporation was adopted by vote of the shareholders:

The name of the corporation shall be changed from Telefax, Inc., to Business Telecom, Inc.

3. The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 30,000, and the number of shares entitled to vote thereon was 30,000. The designation of each class entitled to vote as a class on the adoption of said amendment or amendments, and the number of shares of each such class was as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Common	30,000

4. The number of shares voted for amendment or amendments was 30,000; and the number of shares voted against the amendment or amendments was -0-. Voting within each class entitled to vote as a class was as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES VOTED</u>	
	<u>FOR</u>	<u>AGAINST</u>
Common	30,000	0

5. Any exchange, reclassification or cancellation of issued shares will be effected in the following manner: (to be completed when the amendment itself does not set forth the manner in which the same will be effected)

Only effect of the amendment is to change the name of the corporation.

6. Any change in the stated capital of the corporation will be effected in the following manner:
(Include statement, expressed in dollars, of the amount of stated capital as changed)

Only effect of the amendment is to change the name of the corporation.

7. Notice was given to shareholders containing the following statement informing them of dissenter's rights to payment:

or; The amendment herein effected does not give rise to dissenter's right to payment:

(Give brief explanation as to why no such rights arise) There are no dissenters' rights to payment because the only effect of the amendment is to change the name of the corporation.

IN TESTIMONY WHEREOF, THIS statement is signed by the President and Secretary this the 14th day of August A.D. 1984

Peter I. Loftin
President
R. P. Woodson III
Secretary

STATE OF North Carolina

COUNTY OF Wake

This is to certify that on this the 14th day of August, A. D. 1984, personally appeared before me Peter I. Loftin and R. P. Woodson III each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Sarah S. Jeffrey
Notary Public

My Commission expires: 2-17-85

DOCUMENT #374473
DATE 02/03/86 TIME 11:00
PART 111-112
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT
TO THE CHARTER OF
BUSINESS TELECOM, INC.

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55-103 of the General Statutes of North Carolina, hereby executes the following Articles of Amendment.

1. The name of the corporation is BUSINESS TELECOM, INC.
2. At a regularly convened meeting of the shareholders of the corporation held on the 29th day of January, A. D. 1986, the following amendment to the charter of the corporation was adopted by vote of the shareholders:

The aggregate number of shares which the corporation shall have authority to issue shall be increased from One Hundred Thousand (100,000) shares of common capital stock at a par value of One (1.00) Dollar per share to Two Hundred Thousand (200,000) shares of common capital stock at a par value of One (\$1.00) Dollar per share.

3. The number of shares of the corporation validly outstanding at the time of the adoption of said amendment was 100,000, and the number of shares entitled to vote thereon was 100,000. The designation of each class entitled to vote as a class on the adoption of said amendment and the number of shares of each such class was as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	100,000

4. The number of shares voted for amendment was 100,000; and the number of shares voted against the amendment was -0-. Voting within each class entitled to vote as a class was as follows:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	100,000	0

5. Any exchange, reclassification or cancellation of issued shares will be effected in the following manner:

Only effect of the amendment is to increase the authorized capitalization of the corporation.

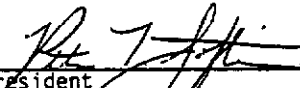
6. Any change in the stated capital of the corporation will be effected in the following manner:

Authorized captialization of the corporation is increased from One Hundred Thousand shares of common capital stock at a par value of One (\$1.00) Dollar per share to Two Hundred Thousand (200,000) shares of common capital stock at a par value of One (\$1.00) Dollar per share.


The amendment herein effected does not give rise to dissenter's right to payment:

There are no dissenters' rights to payment because the only effect of the amendment is to increase the authorized capitalization of the corporation.

IN TESTIMONY WHEREOF, THIS statement is signed by the President and Secretary this 29th day of January, A. D. 1986.



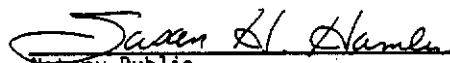
President



Secretary

STATE OF NORTH CAROLINA
COUNTY

This is to certify that on this 29th day of January, A. D. 1986, personally appeared before me Peter J. Boykin and R.P. Woodson Jr. each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.



Notary Public

My Commission Expires: 12/14/87

DOCUMENT #774829

DATE 02/06/86 TIME 16

FILED

THAD EURE

SECRETARY OF STATE

NORTH CAROLINA

STATEMENT OF CHANGE
OF
REGISTERED OFFICE AND REGISTERED AGENT
OF
BUSINESS TELECOM, INC.

The undersigned domestic corporation submits the following statement for purpose of changing its registered office and its registered agent in the State of North Carolina:

1. The name of the corporation is Business Telecom, Inc.
2. The address of its present registered office is 11508 Bainbridge Terrace, Raleigh, Wake County, North Carolina 27601.
3. The address to which its registered office is to be changed 1401 Branch Bank Building, 333 Fayetteville Street Mall, Raleigh, Wake County, North Carolina.
4. The name of its present registered agent is John Stevenson Smiley.
5. The name of its successor registered agent is Peter T. Loftin.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the Board of Directors of the corporation.

IN WITNESS WHEREOF, this statement is signed by the President and Secretary of the corporation, this 3rd day of February, 1986.

BUSINESS TELECOM, INC.

BY:


President

BY:


Secretary

NORTH CAROLINA

WAKE COUNTY

I, Susan H. Hamlin, a Notary Public, hereby certify that on
.. this 3rd day of February, 1986, personally appeared before me Peter
T. Loftin and R. P. Woodson, III, each of whom being by me first duly
sworn, declare that he signed the foregoing document in the capacity
indicated, that he was authorized so to sign, and that the statements
therein contained are true.

Susan H. Hamlin
Notary Public

My Commission Expires: 12/14/87



Wherras, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
BUSINESS TELECOM, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF North Carolina HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 28th
day of May A.D. 19 92 and
of the Independence of the United States
the two hundred and 16th*



George H Ryan
SECRETARY OF STATE

GEORGE H. RYAN

File #

Submit in Duplicate

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

SECRETARY OF STATE
State of Illinois

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**

This Space For Use By
Secretary of State

Date 5-28-92
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Clerk \$ 100.00

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Business Telecom, Inc.

(Shall contain the word "corporation", "company", "incorporated",

or "limited", or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country North Carolina Date of Incorporation 11-14-83 ; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 5000 Falls of Neuse Road
Suite 400, Raleigh, North Carolina 27609

and the address of its principal office in Illinois is Not Applicable

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent HIQ CORPORATE SERVICES, INC.
230 Broadway Suite 100
Registered Office
Number _____ Street _____ Suite # (A P.O. box alone is not acceptable)
Springfield 62701 Sangamon
City _____ Zip Code _____ County _____

5. The states and countries in which it is admitted or qualified to transact business are: Virginia, South Carolina, Georgia and Florida
6. The names and respective residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President Peter Loftin	Lakeside Dr.	Atlanta, GA		
Secretary Kim Chapman	Sentinel Dr.	Raleigh, NC		
Director Richard Brown	Mayodan Dr.	Cary, NC		
Director Alex Andrews	BB+T Building	Raleigh, NC		
Director				

If more than 3, attach list

EXPEDITED

MAY 28 1992

SECRETARY OF STATE

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

Provision of telecommunications services and the operation, ownership and leasing of the lines and equipment necessary to provide such services.

8. The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$1.00	200,000	110,004

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "na".

9. The amount of paid-in capital** is \$ 290,016

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 6,500,000
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ 0
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 40,000,000
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 59,500

11. INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
Business Telecom, Inc. 5000 Falls of Neuse Rd., Raleigh, NC 27609
- (b) The number of shares of all classes owned by residents of Illinois is: 0
- (c) The number of shares of all classes owned by non-residents of Illinois is: 110,004
- (d) Is the corporation transacting business in this State at this time? No
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

*** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated May 14, 19 92

Business Telecom, Inc.

(Exact Name of Corporation)

attested by Kimberly K Chapman
(Signature of Secretary or Assistant Secretary)

by Richard E. Brown

(Signature of President or Vice President)

Kimberly K Chapman
(Type or Print Name and Title)

RICHARDE. BROWN Vice President

(Type or Print Name and Title)

Form BCA-13.15

File No. _____

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

**Filing Fee \$75.00 plus applicable license fee
and franchise tax**

FILED
MAY 28 1992
GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

**Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961**